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Granolio d.d.
Zagreb
Budmanijeva 5

Subject: Request for amendment to the Agenda of the General Assembly of Granolio d.d. and counterproposal to the decision

Dear Sir/Madam,

In line with Article 278, paragraph 2 of the Companies Act, as a shareholder with 1,155,000 Company shares, which constitute 60.73695% of Granolio d.d. share capital, I propose that the following item is added to the Agenda of the Company's General Assembly scheduled for 9 June 2016:

8.a) Amendment to the Company's scope of activities.

I propose that the following decision be made under item 8.a) of the Agenda:

Decision

The Company's scope of activities is supplemented so that, in addition to the existing activities, the Company performs the following:

- * research and development in the area of agriculture and food technologies
- * manufacturing of machinery and equipment

Please publish this proposal as stipulated in Article 208, paragraph 1 of the Companies Act.

Along with the proposal to amend the Agenda, and because the changes in the scope of activities require a corresponding change to the Company's Articles of Association, I hereby make the following counterproposal to the published Decision on the amendments to the Articles of Association under item 8. of the Agenda:

I. Article 8, paragraph 1 of the Company's Articles of Association is amended and reads:

The Company's scope of activities include:

- * representation of foreign companies

63.12 storage of goods

- * public road transport of passengers and cargo in domestic and international road traffic
- * purchase and sale of goods
- * commercial agency on domestic and international market
- * agriculture, hunting and related activities
- * production of food and beverages
- * packaging activity
- * transfer and storage of cargo
- * real estate business
- * rental of machinery and equipment, without handler and goods for personal or household use
- * packaging, sealing and labelling of seed material
- * marketing of seed material
- * import of seed material
- * trade in plant protection products
- * packaging, sealing and labelling of seeds
- * marketing of seeds
- * trade in fertilizers and soil enhancements
- * trade in ecological products, unprocessed plants and animal products, and products which are completely or partly composed of such products
- * production of agricultural and food products - ecological production
- * processing in ecological production
- * storage of plant protection products
- * production of seeds
- * processing of seeds
- * production of seed material
- * import of seed material
- * distribution of gas
- * production of biofuels
- * trade, agency and representation on the energy market
- * trade in gas
- * storage of gas
- * production of ethanol
- * research and development in the area of agriculture and food technologies
- * manufacturing of machinery and equipment

II. Article 27, paragraph 1 of the Company's Articles of Association is amended and reads:

The President and the Members of the Management Board are appointed by a decision of the Supervisory Board for a period of up to five years, which may be renewable.

III. Article 36 of the Company's Articles of Association is amended and reads:

The Members of the Supervisory Board are selected, i.e. appointed for a period of up to four years in line with the decision of the Company's General Assembly.

The term of the Members of the Supervisory Board starts on the day of the decision on appointment, under the condition that they accept the appointment.

Unless the term of the Members of the Supervisory Board ends sooner in any of the ways described in the Companies Act, their term ends with the decision of the General Assembly on giving release to the Members of the Supervisory Board in the third financial year of their term, with the first year of the term considered as part of this period.

IV. Article 44 of the Company's Articles of Association is amended and reads:

The notice of the General Assembly meeting must be given at least 30 days before the meeting date. This deadline does not include the date of the invitation.

The content and the manner of invitation to the General Assembly meeting are governed by the provisions of the Companies Act referring to companies whose shares are traded on a regulated market.

I ask that this counterproposal to the decision under item 8 of the Agenda be voted on before voting on the proposal by the Management and Supervisory Boards.

Best regards,

Hrvoje Filipović
